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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT TO APPLICATION OR REPORT

Filed pursuant to Section 12, 13, or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

92-2229

INNOVATIVE TECH SYSTEMS, INC. f/k/a WINDY CITY CAPITAL CORPORATION
(Exact name of registrant as specified in charter)

COMMISSION FILE NO. 33-17856-C
AMENDMENT NUMBER ONE

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Form 10Q as set forth in the pages attached hereto:

(List all such items, financial statements, exhibits or other portions amended)
For the Quarter Ending July 31, 1991
Item 1. Financial Statements

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly cause this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

PROCESSED BY
JUL 17 1992

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INNOVATIVE TECH SYSTEMS, INC.
(Registrant)

Microfilmed by
Q-Data Corp. - St. Petersburg, FL

By: William Thompson
William Thompson, President

Dated: July 13, 1992

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FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended: JULY 31, 1991

Commission File Number: 33-17856-C

INNOVATIVE TECH SYSTEMS, INC. f/k/a WINDY CITY CAPITAL CORPORATION
(Exact name of Registrant as specified in its charter)

Illinois	65-0071222
(State of Other jurisdiction of incorporation)	(IRS Employer Identification Number)

1250 Easton Road, Suite 250, Horsham, PA 19044
(Address, including zip code, of registrant's principal executive offices)

(215) 441-9600
(Registrant's telephone number, including area code)

Former Address- 589 Bethlehem Pike, Suite 1200, Montgomeryville, PA 18936
(Former name, address and fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 of 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports, and (2) has been subject to such filing requirements for the past 90 days.

YES XX NO_____

Indicate the number of shares outstanding of each of the Issuer's classes of common stock, as of the latest practicable date.

Class: Common
Outstanding at July 31, 1991: 27,260,188
Class: Preferred
Outstanding at July 31, 1991: 28,200

INNOVATIVE TECH SYSTEMS, INC.

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INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
BALANCE SHEET

ASSETS

	July 31 1991 Unaudited	January 31 1991 Audited
CURRENT ASSETS		
Cash	37,328	40,172
Accounts Receivable	55,990	65,165
Advances-officers	16,218	16,218
Other current assets	2,500	4,676
Total current assets	112,036	126,231
PROPERTY AND EQUIPMENT, less accumulated depreciation of $ 6,680 AND $ 3,696	28,035	26,147
OTHER ASSETS		
Organization Costs, net amortization of $ 383	352	352
Computer Software, less accumulated amortization of $ 31,058 and $ 16,632	$ 170,900	$ 185,326
Total other assets	$ 171,252	$ 185,678
TOTAL ASSETS	$ 311,323	$ 338,056

See Notes to Financial Statements

INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
BALANCE SHEET

LIABILITIES AND STOCKHOLDERS' EQUITY

	July 31 1991 (Unaudited)	January 31 1991 (Audited)
CURRENT LIABILITIES		
Accounts Payable	$ 77,200	$ 57,809
Accrued expenses	3,021	3,408
Accrued payroll and payroll taxes	5,882	10,532
Sales tax payable	7,806	
Total current liabilities	93,909	71,749
STOCKHOLDERS' EQUITY (Note 1)		
Common Stock- Par Value $.001; authorized 100,000,000 shares. Issued and outstanding 27,260,188 shares as of July 31, 1991 and 27,882,688 shares on Jan. 31, 1991	27,260	27,883
Preferred Stock- par value $.001 authorized 200,000,000 shares; issued and outstanding 28,200 shares	28	28
Additional Paid-In Capital	635,290	634,667
Deficit accumulated during development stage	(445,164)	(396,271)
TOTAL STOCKHOLDERS' EQUITY	217,414	266,307
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 311,323	$ 338,056

See Notes to Financial Statements

INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
STATEMENT OF OPERATIONS AND DEFICIT ACCUMULATED
DURING THE DEVELOPMENT STAGE

	For the Six Months Ended July 31 1991	July 31 1990	Period from May 2, 1986 (Inception) to July 31 1991
REVENUES			
Sales	$ 189,242	$ 107,162	$ 483,300
Interest and other income	1,004		7,626
Total revenues	$ 190,246	$ 107,162	$ 490,926
COSTS AND EXPENSES			
Cost of sales	156,377	209,134	418,839
Selling, general and administrative expenses	82,762	104,730	517,251
Total costs and expenses	$ 239,139	$ 313,864	$ 936,090
NET LOSS	(48,893)	(206,702)	(445,164)
Deficit accumulated during development stage, beginning of period	(396,271)	(191,041)	
DEFICIT ACCUMULATED DURING DEVELOPMENT STAGE, END OF PERIOD	(445,164)	(397,743)	
Loss per share	.0018	.0074	
Number of Shares Outstanding for the Period	27,260,188	27,829,250	

See Notes to Financial Statements

INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
STATEMENT OF OPERATIONS AND DEFICIT ACCUMULATED
DURING THE DEVELOPMENT STAGE

	For the Quarters	
	May 01 to July 31 1991	May 01 to July 31 1990
REVENUES		
Sales	$ 64,337	$ 90,874
Interest and other income	641	
Total revenues	$ 64,978	$ 90,874
COSTS AND EXPENSES		
Cost of sales	61,938	113,464
Selling, general and administrative expenses	40,606	70,866
Total costs and expenses	$ 102,544	$ 184,330
NET LOSS	(37,566)	(93,456)
Deficit accumulated during development stage, beginning of period	(407,598)	(304,287)
DEFICIT ACCUMULATED DURING DEVELOPMENT STAGE, END OF PERIOD	(445,164)	(397,743)
Loss per share	.0014	.0034
Number of Shares Outstanding for the Period	27,260,188	27,829,250

See Notes to Financial Statements

INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
STATEMENT OF STOCKHOLDERS" EQUITY
FROM MAY 2, 1986 (INCEPTION) TO July 31, 1991

	COMMON STOCK		ADDITIONAL PAID IN CAPITAL
	SHARES	AMOUNT	
May 2, 1986 Issuance of common stock to investors in consideration for assumption of the Company's obligations to the original corporate attorneys	8,900,000	$ 890	$ -
September 29, 1987 Issuance of common stock to various investors	15,300,000	1,530	38,470
Balance - January 31, 1988	24,200,000	2,420	38,470
Initial Public Offering	4,000,000	400	127,060
Balance - January 31, 1989	28,200,000	2,820	165,530
February 28, 1989 Stock dividend of one share of preferred stock for every 100 shares of common stock. (282,000 shares of preferred stock issued @ $.0001 par value.)	-	-	(28)
January 8, 1990 Reverse stock split 10:1 par value changed from $.0001 to $.001	(25,380,000)	-	-
Issuance of common stock to acquire assets (Note 3)	22,750,000	22,750	178,408
Balance, January 31, 1990	25,570,000	25,570	343,910
February 7, 1990 Issuance of Common Stock to Acquire Assets(Note 3)	1,500,000	1,500	83,820
May 3, 1990 Issuance of Common Stock for services performed	225,000	225	(225)
June 26, 1990 Issuance of Common Stock	155,500	155.50	67,144.50
Subtotal	27,450,500	$27,450.50	$494,849.50

INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
STATEMENT OF STOCKHOLDERS' EQUITY
FROM MAY 2, 1986 (INCEPTION) TO July 31, 1991

	COMMON STOCK		ADDITIONA
	SHARES	AMOUNT	PAID-IN CAPITAL
Balance carry forward	27,450,500	$27,450.50	$494,894.5(
July 16, 1990 Issuance of Common Stock for Services Performed	250,000	250	-
July 19, 1990 Issuance of Common Stock to investors	128,750	128.75	50,486.25
August 08, 1990 Issuance of Common Stock to investors	136,250	136.25	49,248.75
October 03, 1990 Issuance of Common Stock to investors	90,750	90.75	39,909.25
January 31, 1991 Issuance of Common Stock to investors	101,250	101.25	9,898.75
January 31, 1991 Repurchase of Common Stock	(274,182)	(274.81)	(9,725.19)
February 7, 1991 Retirement of Common Stock	(622,500)	(622.50)	622.50
Balance - July 31, 1991	27,260,188	$27,260.19	5635,289.81

INNOVATIVE TECH SYSTEMS, INC.
(A DEVELOPMENT STAGE COMPANY
STATEMENTS OF CASH FLOWS
Increase (Decrease) in Cash and Cash Equivalents

	For the six months ended July 31,1991	July 31,1990	Period f May 2, 1 (Incepti to July 1991
Cash Flows From Operating Activities:			
Net Loss	(48,893)	(206,702)	(445,16
Adjustments to Reconcile Net Loss to Net Cash provided by Operating Activities:			
Depreciation and Amortization	17,410	62,225	42,21
Loss on Disposal of Fixed Assets			17,32
Change in Operating Assets & Liabilities:			
(Increase) Decrease in Accounts Receivable	9,175	(63,951)	(55,99
Decrease in Note Receivable		129,269	--
(Increase) Decrease in other current assets	2,176		(2,50
Increase in accounts payable	19,391	112,507	77,20
Increase (Decrease)in accrued expenses	(387)		3,02
Increase in sales tax payable	7,806		7,80
Increase (Decrease) in accrued payroll and payroll taxes	(4,650)		5,88
Increase in Advances-Officers			(16,21
Increase in Organizational Costs			(89
Net cash provided by operating activities	2,028	33,348	(367,30
Cash Flows from Investing Activities:			
Purchase of Computer Software		(850,000)	(116,63
Purchase of Property and Equipment	(4,872)	(22,151)	(55,98
Net cash used in investing activities	(4,872)	(872,151)	(172,62
Cash Flows from Financing Activities:			
Issuance of Common Stock		868,365	587,23
Issuance of Preferred Stock			2
Acquisition of Common Stock			(10,00
Net cash provided by financing activities		868,365	577,25
Net Increase (Decrease) in Cash	(2,844)	29,562	37,32
Cash beginning of period	40,172	9,933	
CASH, END OF PERIOD	37,328	39,495	

See Notes to Financial Statements

INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
STATEMENT OF CASH FLOWS
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

Schedule of Noncash Financing Activities:

On February 7, 1990, the Company acquired from Micro-Vector, Inc. all copyrights, contracts and source codes for various computer software products for cash of 25,000, a note in the amount of 75,000 and delivery of 1,500,000 shares of authorized but non issued, non registered common stock to an independent escrow agent. (see note 3)

On February 7, 1991, the Company acquired from the original group of investors 622,500 shares of the Company's stock in exchange for the Company to assist in finding investors to purchase their stock. (see note 7)

INNOVATIVE TECH SYSTEMS, INC.
A DEVELOPMENT STAGE COMPANY
NOTES TO FINANCIAL STATEMENTS
July 31, 1991

1. In the opinion of management, all adjustments necessary for a full presentation of such financial statements have been included. Such adjustments consisted of normal recurring items. Interim results are not necessarily indicative of results for a full year.

The financial statements and notes are presented as permitted by Form 10-Q and do not contain certain information included in the Company's annual financial statements and notes.

2. INCOME TAXES:

There is no provision for federal and state income taxes because of the current year's net operating loss. The Company has available net operating loss carry forwards of approximately $249,650 which begin to expire in the year ending January 31, 2004.

3. ACQUISITION OF ASSETS:

On January 8, 1990 the stockholder approved the purchase of assets of Innovative Tech Systems, Inc. The acquisition was executed on January 31, 1990. The Company received the following assets in exchange for 22,750,000 shares of restricted common stock:

Cash	$ 30,000
Computer Equipment	21,158
Promissory Note	150,000
	$201,158

On February 7, 1990, the Company acquired from Micro-Vector, Inc. all copyrights, contracts and source codes for various computer software products for a combination of cash, promissory note and common stock. The promissory note was paid in full October 31, 1990. The common stock to be provided as follows:

> Buyer shall deliver within ninety one (91) days following the execution of the agreement, to an independent escrow agent acceptable to all parties, one million five hundred thousand (1,500,000) shares of the authorized but non-issued, non-registered common stock of buyer in connection with buyer's contemplated registration of buyer's common stock. The buyer agrees within thirty (30) days of the signing of the agreement to initiate a stock registration with the Security Exchange Commission ("SEC") and to register one-half of the shares held in escrow (seven hundred fifty thousand (750,000) shares of common stock) with the SEC, as part of a "piggyback registration" in connection with the buyer's registration of additional shares of its common stock.
>
> The escrow agent shall be instructed, in a written escrow agreement, to sell some or all of the registered, unregistered stock over a two year period of time, beginning with the signing of the agreement.

3. ACQUISITION OF ASSETS: (Continued)

The escrow agent shall sell such stock over the two year period on the account of the seller, until such time as the seller received a maximum total gross proceeds of seven hundred fifty thousand dollars ($750,000) upon the attainment of this event, then any shares (registered or unregistered) remaining in escrow shall be returned unsold to the buyer as treasury stock.

Seller shall bear all risk of market loss. In the event that the total amount of money derived from the sale of the registered stock held in escrow is less than seven hundred fifty thousand dollars ($750,000), then the parties agree to register with the SEC the remaining seven hundred fifty thousand (750,000) shares of stock held in escrow and to instruct the escrow agent to sell until such time as the $750,000, then the seller shall accept such dollar amount from the sale of the stock as payment in full without further recourse from the buyer.

Consideration for the Micro-Vector products:

Cash	$ 25,000
Promissory note	75,000
Common stock	85,320
	$185,320

4. PROPERTY AND EQUIPMENT:

Property and equipment are comprised of the following:

	July 31 1991	January 31 1991
Office equipment	$ 4,237	$ 1,865
Furniture and fixtures	30,478	27,978
	34,715	29,843
Less accumulated depreciation	6,680	3,696
NET TOTALS	$28,035	$26,147

5. COMMITMENT:

On March 8, 1991, the Company entered into an agreement with Micro-Vector, Inc. to purchase 875,188 unregistered shares of Innovative Tech Systems, Inc. common stock for $55,000 to be paid in two equal payments due on or before July 31, 1991 and January 31, 1992. As of July no payment to Micro-Vector was made and no stock was purchased. The company still anticipates purchasing this stock at a later date.

6. STOCK WARRANTS:

On February 10, 1988 four classes of stock warrants were issued:

800,000 Class A warrants each exercisable at $1.50 for 1 share o common stock
400,000 Class B warrants each exercisable at $3.00 for 1 share o common stock
400,000 Class C warrants each exercisable at $5.00 for 1 share o common stock
200,000 Class D warrants each exercisable at $10.00 for 1 share o common stock

7. RETIREMENT OF SHARES:

On February 7, 1991 the Company negotiated the retirement o 622,500 shares of its common stock from an original group of investors The original group of investors wished to liquidate their stock in th Company. The Company assisted in finding an investor that would purchas the stock. In consideration for the Company's help in locating a buyer, the original group of investors agreed to give half of their shares bac to the Company (622,500 shares). There was no monetary consideration given for the shares of the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Financial Condition

As of July 31, 1991, the Company maintained a balance of $ 35,328 in cash compared to $ 40,172 as of January 31, 1991, which represents a decrease of cash of $ 4,844. The Company had receivables outstanding of $55,990 compared to $ 65,165 at January 31, 1991. Accounts payable at July 31, 1991 also increased from $ 57,809 at year end to $ 85,006.

Results of Operations

Sales for the quarter were down $ 26,537 compared to last year but were up cumulatively. Cost of sales was also down compared to last year due to the lower sales volume. Net loss for the quarter compared to last year was lower because of decreased amortization expense and decreasing overhead expenditures.

Overall for the six months compared to last year, sales were up $ 82,080, total net loss was down $ 157,809 due to the increased sales volume and lower overhead costs and less software amortization.

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits required by Item 601 of Regulation S-K.

None.

(b) No reports on form 8-K were filed by the Company for quarter ending April 30, 1991 and up to the date of this report.

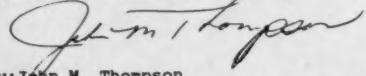
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INNOVATIVE TECH SYSTEMS, INC.
(Registrant)

Dated: July 13, 1992

Innovative Tech Systems, Inc.



By: John M. Thompson
John M. Thompson, Chief Financial Officer